

## **INVITATION EXTRAORDINARY GENERAL MEETING** **Wednesday 28 May 2025 at 10:30 a.m.**

The shareholders are invited to participate in the extraordinary general meeting, which will be held on Wednesday 28 May 2025 at 10:30a.m. at **Hotel Botanique Sanctuary, Leopoldstraat 26, 2000 Antwerp**, with the following agenda and proposals:

1. Acknowledgement and ratification of resignation of director dated 31 December 2024.  
Resolution proposal: The extraordinary meeting ratifies the resignation of the director "DELOX" represented by its permanent representative Mr. De Groot Patrick so that this is final. The discharge of their mandate will be decided at the next annual meeting.
2. Prolongation of the authorization of the board of directors regarding capital increases.  
Resolution proposal: The extraordinary meeting decides to grant the authorization of the board of directors to increase the capital in one or more times by an amount of four million euros (€ 4,000,000.00) again for a period of five (5) years, starting from the publication of this amendment to the articles of association.
3. Prolongation of the authorization of the board of directors regarding acquisition of own shares.  
Resolution proposal: The extraordinary meeting decides to grant the authorization of the board of directors to acquire own shares again for a period of five (5) years, starting from the publication of this amendment to the articles of association.
4. Amendment of the compensation (article 23 of the articles of association)  
Resolution proposal: The extraordinary meeting decides to amend article 23 as follows:  
Article 23: Compensation  
The board of directors decides annually - on the proposal of the remuneration committee - on the directors' remuneration as well as the remuneration for participation in committee meetings. When a director is appointed, the directors' remuneration and the remuneration for participation in committee meetings for the current calendar year are submitted to the general meeting. This remuneration applies to all directors during the calendar year in question.

The remuneration allocated to the chairman of the board of directors amounts to 175% of the directors' remuneration; the remuneration for participation in committees remains equal to 100%.

The managing director who already receives a compensation in his capacity of managing director does not receive a compensation for his performance as board member, as provided for in this article.

Directors who did not fulfil their mandate for the entire financial year will be paid on a pro rata basis of full months performed.

The obligation as provided for in article 7:91, second paragraph, and article 7:121, last paragraph, of the Companies and Associations Code is not applicable in respect of executive directors nor in respect of any person to whom, alone or jointly, the day-to-day management of the company is entrusted and the other managers within the meaning of article 3:6, §3, last paragraph of the Companies and Associations Code.

5. Amendment of the allocation of the profits – tantième (.(article 39 of the articles of association)  
Resolution proposal: amendment of article 39 as follows: The extraordinary decides to amend article 39 as follows:  
Article 39: Allocation of the profits – tantième  
A minimum of five percent of the net profit is to be taken in advance for the formation of a reserve fund, until this fund has reached one-tenth of the capital. The allocation of the net balance is decided by the annual meeting on the proposal of the board of directors.

6. Amendment of articles 7 and 12 of the articles of association to comply with the former agenda points.

Resolution proposal: amendment of articles 7 and 12 as follows:

The extraordinary meeting to change the articles 7 and 12 as follows:

- **Article 7 : Authorized capital**

The board of directors has the power to increase in one or several times the capital up to a maximum amount of 4 million euro.

The board of directors can exercise this power during a period of five (5) years as from the publication of the modification of these Articles as decided by the extraordinary general shareholders' meeting of 28 May 2025.

In case of a public bid on the securities issued by the company, the board of directors has the power to proceed to a capital increase under the conditions and within the limits as set forward by article 7:202 of the Companies and Associations Code.

At the occasion of a capital increase or in case of an issue of convertible bonds, of bonds with subscription rights attached, of ordinary bonds or, subject to the relevant legal provisions, of subscription rights, exercised within the limits of the authorized capital, the board of directors can in the company's interest limit or cancel the shareholders' pre-emption right, including to the benefit of one or more determined persons or the company's employees or its subsidiaries.

In case a share premium is paid at the occasion of a capital increase decided by the board of directors or at the occasion of the conversion of bonds or the exercise of a pre-emption right, this share premium shall be booked on an unavailable account, named "Share premium", which shall constitute a guarantee for third parties in the same way as the capital does, and of which can only be disposed according to the rules applicable to the decrease of the capital as provided by the Companies and Associations Code, notwithstanding the possibility to convert this reserve into capital.

- **Article 12 : Acquisition of own shares**

The board of directors is authorized to, with observance of the conditions provided by law, buy in shares, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent. The board of Directors may transfer the shares, which were bought-in, on the stock exchange without the prior approval of the general meeting of shareholders, either directly or through intervention of a person who acts in his own name but for the account of the company, at a price which falls within the price fork as provided for above as regards to the power to buy-in own shares or, if the transfer is to be situated within the framework of a stock option plan of the company at the exercise price of the stock option, and in the latter event the transfer may be effected outside the stock exchange.

The board of directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted.

Please note that you are required to comply with the following conditions and requirements:

### **CONDITIONS OF ADMISSION**

Only the person who is an official shareholder on the registration date (**Wednesday 14 May 2025 at 12 p.m.**) either by means of a registration in the Company's register of shares or by means of a registration on the accounts of the recognised account holders or clearing institution – are admitted to the ordinary general meeting, irrespective of the number of shares in his possession on the date of the ordinary general meeting.

Furthermore, the shareholder confirms his participation to the ordinary general meeting **ultimately on Thursday 22 May 2025 (4 p.m.)**. The shareholders are requested to provide their email address when registering:

- the holder of **registered shares**: in writing, preferably by email, to the company (see contact registered office);

- the holder of **dematerialised shares**: to Euroclear Belgium preferably by email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com). The recognised account holder, or the clearing institution issues the necessary certificate to the shareholder indicating the total number of dematerialised shares, respectively delivered or registered in his name in his account on the registration date, with which the shareholder wants to participate in this general meeting.

### **ADD ITEMS TO THE AGENDA**

One or more shareholders holding together at least 3% of the share capital may add items to the agenda of this general meeting and submit resolution proposals relating to topics already included or to be included on the agenda. These requests must be addressed to the Company (see contact registered office) **ultimately on Tuesday 6 May 2025**. The shareholders who exercise this right must:

- prove that on the date of their request, they possess the required percentage of the share capital (by a certificate of registration of the registered shares in the Company's register of shares or by a certificate issued by a recognised account holder or clearing institute indicating that the respective number of dematerialised shares are registered in their name in an account) and;
- prove that on the registration date they are still shareholder holding together at least 3% of the share capital.

When appropriate, the revised agenda and adjusted form to vote by proxy will be made public on the [website](#) **ultimately on 13 May 2025**.

Nevertheless, the proxies received by the Company prior to the publication of the revised agenda, remain valid for the items mentioned on the agenda. Exceptionally contradictory to the above mentioned, the proxy holder can - in compliance with article 7:130 of the Code on Companies and Associations - during this general meeting, deviate from possible instructions of the proxy principal, for items mentioned on the agenda, for which new resolutions were submitted, if the execution of these instructions could damage the interest of the proxy principal. The proxy holder has to inform the proxy principal in this case. The proxy should mention whether the proxy holder is entitled to vote on new items put on the agenda or whether he has to abstain from them.

### **RIGHT TO ASK QUESTIONS**

Pursuant to the Code on Companies and Associations and under certain conditions, the shareholders can submit questions in writing, prior this general meeting, to the board of directors or the auditor regarding their report or items mentioned on the agenda. These questions will be handled during this general meeting if the shareholder complies with the participation formalities and as far as the communication of information or facts does not prejudice Campine nv's business interests nor the confidentiality to which Campine nv, its board of directors or auditor have committed themselves.

**These questions can be submitted in writing or per email beforehand to the company (see contact registered office ultimately on Thursday 22 May 2025 (4 p.m.)).**

### **VOTING BY PROXY**

Each shareholder who wants to be represented has to comply with the above mentioned registration and confirmation of participation procedures. Each shareholder who complies with the formalities for admission to this general meeting provided for by the law and the company's articles of association may designate one person, preferably Ms Karin Leysen, company secretary, - to represent him at this general meeting in accordance with the Code on Companies and Associations by means of the form to vote by proxy which can be found on the website and is available on request (see contact information). Every appointment of a proxy holder has to be made in compliance with Belgian legislation, especially regarding conflict of interest and the register keeping.

**The notification of the appointment of a proxy holder must be received ultimately on Thursday 22 May 2025 (4 p.m.)** -in writing or by electronic means to the company (see contact registered office) or to Euroclear\_Belgium: preferably by email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com).

### **FORMALITIES**

The documents to be presented to this general meeting are available on the website [www.campine.com/investors/shareholder information/general meetings and financial publications](http://www.campine.com/investors/shareholder%20information/general%20meetings%20and%20financial%20publications)): the annual financial report as of today, the other documents as of **Friday 25 April 2025** or can be consulted at the registered office and are also available - free of charge - on request to the registered office.

### **Contact registered office**

Campine nv, Nijverheidsstraat 2, 2340 Beerse, [www.campine.com](http://www.campine.com)  
Att: Karin Leysen: [karin.leysen@campine.com](mailto:karin.leysen@campine.com), tel: 014/60 15 49